

RECORDATION NO. **29331-A** **FILED**

**JUN 30 '10 -1 50 PM**

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

June 30, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 29331.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital  
2059 Northlake Parkway, 4<sup>th</sup> Floor  
Tucker, GA 30084

Lessee: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Section Chief  
June 30, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 Railcars: SHPX 210647 - SHPX 210671 and SHPX 210597 - SHPX 210616.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of June 30, 2010

between

AMERICAN RAILCAR LEASING LLC,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on June \_\_\_\_, 2010 at \_\_\_\_:\_\_\_\_.m.

29331-A  
JUN 30 '10 -1 50 PM

MEMORANDUM OF LEASE AGREEMENT

SUFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 30, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of June 30, 2010, and Schedule No. 002 thereto and incorporating the terms thereof, dated as of June 30, 2010 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Gail C. Beall  
Name: Gail C. Beall  
Title: Vice President

AMERICAN RAILCAR LEASING LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_  
Name:  
Title:

AMERICAN RAILCAR LEASING LLC

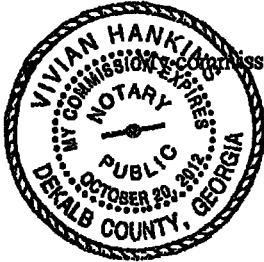
By: Umesh Choksi  
Name: Umesh Choksi  
Title: SVP, CFO & Treasurer

STATE OF Georgia )  
COUNTY OF DeKalb ) ss.

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of June, 2010, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Gail C. Beall, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Vivian Hankins  
Notary Public



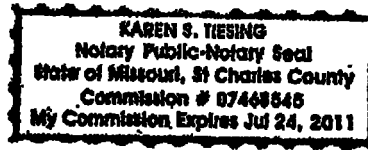
My commission expires:

**VIVIAN HANKINS**  
**NOTARY PUBLIC**  
Dekalb County - State of Georgia  
My Comm. Expires Oct. 20, 2012

STATE OF MISSOURI

COUNTY OF ST. CHARLES

)  
) ss.  
)



I HEREBY CERTIFY, that on this 28 day of June, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

Karen S. Tiesing  
Notary Public

My commission expires: July 24, 2011.



**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS**

<u>Asset Mark</u>	<u>Unit Type</u>	<u>AAR Code</u>	<u>Sublessee Code</u>
SHPX 210647-210671, inclusive	Tanker	T104	154
SHPX 210597-210616, inclusive	Tanker	T105	120

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/30/10



\_\_\_\_\_  
Robert W. Alvord